PX 641

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0001
    THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION
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    In the Matter of:
4
                                      File No. NY-09875-A
5
    RIPPLE LABS, INC.
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7
    SUBJECT: RPLI SEC 1141043 CONFIDENTIAL.MP4
              1 through 24
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    PAGES:
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                       VIDEO TRANSCRIPTION
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               Diversified Reporting Services, Inc.
25
                          (202) 467-9200
0002
1
                       PROCEEDING
2
              (Begins at 00:02:45)
3
              FEMALE SPEAKER 1: -- excited for this person.
4
     Most companies don't bring someone on this early to do
5
    learning and development, so this is a super exciting
6
    opportunity for someone to come in and help us do a
    (inaudible) -- says she knows somebody, nice. If
7
    you know anyone that's got a passion for learning and
8
9
    development, send referrals.
                                         is the recruiter on
10
11
              And if you -- if you know anyone specifically,
12
    put in a referral through or if you have
    agencies that you've worked with in the past where
13
    you're like oh, that company was so great; they
14
15
    delivered great training. Send us their names. We're
    looking for great people to help us come in and do
16
    business training, soft skills training, like leadership
17
    development, things like that. So super excited.
18
              Can I take the mic for one more second,
19
    please? The other thing is how many people here think
20
    this is a great place to work (applause)? Let's make
21
22
     sure that everyone in San Francisco knows this is a
    great place to work. The survey went out a couple of
23
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weeks ago for the SF Chronicle. If you haven't filled
24
25
    it out yet, fill it out. We don't want to keep it a
0003
    secret that this is an amazing place to be, so fill out
1
2
    the survey so we can let everyone in San Francisco know
3
    how great we are.
4
              MR. GARLINGHOUSE: Thank you.
                                             I -- before I
    turn it over to -- I think it's
5
                                     doing the
    decentralization update. Is that true, Derrick and
6
7
              and
                              where are they? I -- okay.
8
     Before I turn it over to them, some of you may have
9
    noticed there were a bunch of people out of the office
10
    last, really, Wednesday, Thursday and Friday. We did a
    leadership offsite in New York. And I wanted to give
11
12
    you guys a little bit of color about some of the stuff
13
    we covered.
14
              As you may know, we do this about every six
15
    months. We like to -- at the beginning of the year, as
16
    part as a kickoff to 2018 to make sure everyone is
    focused and going the same direction as we kick off all
17
18
    the things we're trying to get done in 2018. A couple
19
    of highlights. One actually, we had a lot of fun
    Wednesday night. We hosted a happy hour with the New
20
21
    York office and it was nice just to get to know some of
22
    the people in the New York office we don't see as much.
23
              We also spent a fair bit of time with -- on,
24
    you know, kind of big picture, what are we trying to get
     done in 2018. We had three of our New York board
25
0004
    members:
                                                 (phonetic)
1
     come and do kind of an informal panel, talking about
 2
 3
    things high on their radar, which I thought was really
 4
     outstanding. Frankly, I just think it's awesome, we
 5
     have some very, very educated, very, very connected
 6
     board members who are very interested in our success,
 7
    which is obviously very, very good.
 8
               We had the CEO of
                                             come up from
 9
     Baltimore and give a presentation about
10
    which I didn't know as much about. He was great and is
     also, I think, indicative of their interest in working
11
12
     with us that he obviously spent most of the day coming
13
     to talk to us about their business and the stuff they'd
14
     like to do with us. The third thing I was going to
15
     highlight about the offsite was -- no, I guess that's
16
     pretty much it.
17
               You know, the last thing I'll just say on the
     offsite, we talked about this a bunch, but we certainly
18
19
     talked about it there. I use this expression, we need
20
     to stick to our knitting. I've used a kind of comment
     of comparing the thickness of a tree trunk. We had this
21
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visual that
                                  did of a palm tree with
22
    a very, very, very skinny trunk. And then we had a
23
24
    redwood tree and how we're trying to get from the left
25
    to the right. And so certainly, I want to make sure we
0005
1
    don't get too distracted by all of the noise going on
    around us that I certainly think will continue to
2
3
    persist. There will continue to be a lot of volatility
4
    in the market, I would expect, as we go from this kind
5
    of adolescent stage of the digital asset markets into
6
    something more mature.
7
               I want to make sure that we are part of that
    maturation process by sticking to our knitting and
8
9
    delivering good customer results. All right. I've got
10
    a whole bunch of other updates, but I'm going to turn it
    over to Warren and Derrick to talk about
11
12
    decentralization and we'll go from there.
13
              MR.
                             Hello. All right. For those
14
    of you that don't know me, my name is
15
    I'm product manager for the XRP Ledger and X Rapid.
16
    Joined about a year-and-a-half ago and Arthur Britto,
17
    one of the cofounders pulled me aside and said you're
18
    going to do a lot of things at Ripple, but how I'm going
19
    to measure your success is if you can further
20
    decentralize the network. And so this is very near and
21
    dear to my heart. Why does decentralization matter? So
22
    we get some criticism in the press from the technology
23
    perspective that, you know, XRP Ledger is -- is more
24
     centralized than some of the other blockchains. And
25
     basically, why the does centralization matter? Why --
0006
1
    you know, why does it actually make any difference?
2
               So more decentralization kind of makes XRP
 3
    more attractive to the developer community. They want
4
    to build something that doesn't have a central operator,
 5
     defends against existential threats, that could be
     political, geopolitical agents. It could also be just
 6
7
    kind of hackers. It also positions XRP as this
 8
     independent global asset, so every, you know, currency
9
     in the world is actually issued by a government. XRP is
10
     not issued by any central government. And it reduces
11
     reliance on Ripple, actually, to be moderated for that.
               So there's different types of -- of technology
12
13
     underlying all of these blockchains. One is proof of
    work, and this is basically mining, you know, Bitcoin
14
15
     and Ethereum. The problem with proof of work is that it
16
     actually increases centralization on the network. So
17
     currently, only 14 miners control over 99.9 percent of
18
     the Bitcoin network. And this is -- you know, there's a
19
     lot of reason for this, but it kind of comes down to
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just greed. Same with Ethereum, 15 miners control over 98 percent of the Ethereum mining network. This is not what, you know, Satoshi had envisioned in his original white paper.

There's another one called proof of stake, which is still very early and we're not really sure how

it's going to play out, but a lot of people speculate that this could also become much more centralized. Finally, Ripple. The Ripple consensus is based on this user-defined apology, which basically allows users to select validators that they trust to validate their transactions.

So in 2018, we have this big, hairy, audacious goal, and that's to make XRP Ledger more decentralized than Bitcoin or Ethereum. And we can actually do that by introducing 16 external validators to the UNL. I won't go into detail what a UNL is, but it's very important. So here's a little bit on our timeline and progress. So for a long time, XRP Ledger has been running on these five validators and one region. And this is, you know, problematic for a lot of different reasons. If one region goes down, you know, it would effect the network.

So what we did in phase one is we deployed 16 validators for geographic diversity. So these are deployed all over the world so that if one region, if there's an incident like an earthquake or a natural disaster, it's okay. The actual network can sustain that because it's deployed all over different countries. We're actually in Phase 2 right now. We're adding 16 validators to the UNL. And this is basically to

support, again, geographic diversity, but it's also, in a way, to get us set up for the next phase. And the next phase is actually adding 32 external validators to the UNL and removing all Ripple validators.

So this -- what this basically means is, you know, Ripple is no longer, you know, the kind of authority on -- on the Ledger. We're just a participant. We submit code. The network kind of votes and -- and decides what the future of that code is and -- and we are -- you know, we're always going to have some thought leadership behind it because, you know, we're the ones that have been developing it for so long. But the actual network won't require us to actually continue to operate it.

So this is kind of the timeline. So this is where we're at now. So we've actually deployed -- we have nine validators up on the -- on the -- or yeah,

nine validators up on the UNL. This will take approximately nine weeks, up until mid-March. And that'll get us in pole position for phase two, which is we're going to start adding the 32 external validators. Now, this is a pretty aggressive timeline. We tend to be more conservative. We want to kind of -- there's a notion of doing things correctly instead of just racing to kind of get them done. It's very important, but we

do anticipate actually adding and -- and having 16 external validators by the end of the year, which will make us more decentralized than Bitcoin or Ethereum.

So what does that mean for, you know, the future of XRP Ledger? In a more decentralized future, there's going to be, you know, governance is going to be a little bit more political, so we're going to require actually a framework. There's been a lot of issues in Bitcoin with people having trouble making decisions. We can get through that because we're actually -- we've been developing this a while. We have the right people, the right leaders in place to actually build a framework around this.

External release communications have to be earlier and more consistent. We're going to have to tell the network what's going on way ahead of -- before it actually happens so people can plan and upgrade. And then working with those external validators is going to be really important. We're going to have to develop contingency plans for when the network does disagree and then actually, modifications to the current existing algorithm are going to have to be made. And we're going to be making an announcement probably next week on some of those upgrades. And that's all I've got. (Applause)

MR. GARLINGHOUSE: Thank you. Okay. Thank

you very much, I will say I think this is super critical for what are kind of priorities for 2018 and I think the team is doing a great job working on it. I have two -- well, one big update and then I have a couple written-in Q&As that I'm going to respond to.

The first big update is we are making an organizational shift. Some of you may have heard bits and pieces through the rumor mill on this. One of the things I think is really important in 2018 is that we not just be dependent upon Ripple's success for the success of XRP. So if you think about it, XRP, the marketplace of XRP, and as we just talked about, becoming more decentralized, the more velocity, the more liquidity, the more activity in the XRP marketplace ecosystem, the better because we own 60 percent of all

16 XRP.

Ripple, the company, is focused on driving velocity, demand and liquidity for solving a cross-border payments problem. There's other things you could do with XRP than just cross-border payments. It's really important to me that Ripple, the people in this room, with one or two exceptions I'll talk about in a moment, stay focused on our knitting, stay focused on thickening that trunk. I don't want to distract the company and say well, we also could do X and Y and Z.

One of the things I think has served us incredibly well as a company that has put us in this position is we've been very focused on solving a specific problem for a specific customer. We've iterated our products and our technology to solve that problem. Things are going great.

What if there were five other Ripples focused on other parts of what you can do with Blockchain technologies, what you could use XRP for to solve other problems? That would be great. That would be great for the XRP ecosystem because there'd be even more activity and more velocity, so that'd be a very good thing. So what we're kicking off is something called -- that we have internally, at least, temporarily dubbed Project Lotus, the idea being 1,000 flowers -- if you plant 1,000 flowers, they'll bloom. Tip of the hat to Patrick Griffin for naming that. Patrick Griffin is going to be leading this effort.

He is going to be partnered with who might still be here. He was in New York, I don't know. I don't know and I'm pronouncing the right name. They are going to shift from their day-to-day duties and focus on Project Lotus, working with other companies. We will probably invest in companies. We will probably incubate some examples.

The whole kind of menu of choices to go out and see things happen in other parts of XRP use cases. We want to help those companies be successful. We may, as I said, even incubate things, but they're going to be focused on that.

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14
    at your respective staff meetings with some other
15
    specifics around this so that people have clarity.
16
    then over the next couple of weeks, we'll have Patrick
17
    and team come up and talk about some of the stuff
18
    they're -- they're working on.
19
              There are a couple of organizational changes
20
    happening because of this. Luckily, the people who are
    affected directly by this already know this. But
21
22
    Patrick has had a number of people reporting in to him,
    so who leads our JV with is going to move over
23
24
     -- was reporting to Patrick and is now going to report
25
                           And that's going to be a
0013
    permanent change. is focused on a lot of our
1
2
    global stuff. You probably know who works kind
    of our primary person in India, works for
3
4
    is going to, on a temporary basis, move over and report
5
    into -- into , also.
6
              Doing this from memory. And then
7
     (phonetic), who leads corporate development is going to
8
     -- on a -- a temporary or permanent basis, report into
9
    Ron Will, our CFO. And last but not least, Miguel, who
10
    I think everybody knows Miguel, but is head of XRP
11
    markets, is going to move over and report into Ron Will
12
    on a temporary basis. Why temporary? Why permanent?
13
    We are going to backfill the head of business
    development for the company. I have, you know, just
14
15
     started that search. And when we hire that person, we
16
    will migrate a couple of those people back into that
17
     group.
18
              Hopefully, that made sense. You'll get an
19
     email, I think today, with some emails about this. If
20
    there are questions, you can ping me. You can ping
21
    Sandy. You can ping Patrick, but look, I've also given
22
     a big shout out, Patrick has had a huge impact on this
23
     company. I think he'll continue to have a huge impact
24
     on this company in this new role. And I think in terms
25
     of kind of getting out there and working with the
0014
1
     ecosystem, he's the right guy to do it. So thank you,
 2
     Patrick and thank you to the team for all of the
 3
     changes. Good stuff. (Applause)
 4
               Actually, we're doing okay on time. Okay. So
 5
     this part -- well, before I dive into Q&A, a reminder --
     well, you don't know this yet, so it's not a reminder.
 6
 7
     Next Monday, we have our regularly scheduled Monday
     lunch instead of breakfast. We are not going to do any
 8
 9
     programming. We'll introduce employees and then it's
10
     all Q&A. We've called these our townhalls historically.
     Historically, we've got a lot of positive feedback.
11
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12
    It's just a totally open forum. You can ask anything
13
    you want.
                           is going to send out an email to
14
    the whole company soliciting questions in advance to
15
    kind of get it started, but the point is, like, it's
16
    going to be whatever you guys want to talk about.
17
              We do -- we have done these, kind of, once a
18
    quarter and we hadn't done one in a while, so we decided
19
    next Monday, one of the questions should be what you
20
    should get significant others in your life for
21
    Valentine's Day. Not really. The other question -- so
22
    I got a question written in for this morning about
23
    bonuses. It is bonus season. These people up here get
24
    an extra $ It is bonus season. One of the
25
    questions that was written in is, "Hey, if you want to
0015
    take some of your bonus in XRP, can you do that?" I
1
2
    have bad news and I have good news. The bad news is no,
3
    you can't do that. You can take payroll, regular
4
    payroll, there's a process to do that, and that's set up
5
    and some of you do take advantage of that today and you
6
     can say, hey, I want $ per paycheck in XRP. You
7
     identify the wallet and we will pay you in XRP and that
8
    is an option. That's the bad news, with the bonus, you
9
    don't have that option.
10
              You, of course, can get the dollars that
11
    you're going to get in your bonus and you can buy XRP,
    that's always an option. That's the bad news. The good
12
13
     news is you guys know, like, the Oprah Winfrey Show
14
    where you kind of reach under your chair and you grab
15
     something and it's like, oh my gosh, I got -- yeah.
16
                 's got it. Hey, happy birthday,
     Exactly.
17
      Happy Birthday, yeah. (Applause)
18
               I had forgotten. Somebody told me beforehand
     and I forgot. It's Miguel's birthday as well? Happy
19
     birthday, Miguel, out there somewhere, audio. Well, so
20
21
     now I'm getting a long pause between you look under your
22
     chair, every person who's an employee today at Ripple is
23
     getting XRP. Boom. (Applause) That's
24
     particularly good -- I mean (phonetic) and Anon,
25
     it's their first day. They just got a bonus for showing
0016
1
     up.
 2
               Look, I want to talk a little bit about this.
 3
      You know, a lot of people have said to me, hey, you
 4
     know, some people here own XRP; some people here don't
 5
     own XRP. There's a lot of stuff going on in the XRP
 6
     markets. It feels a little bit weird. Everyone here, I
 7
     want to be invested in the success of XRP. Now, I have
 8
     said you own equity in the company. If you own equity
     in the company, you own XRP because the company owns a
```

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lot of it.
10
11
              Some people said yeah, yeah, yeah, but I, you
12
    know, don't own it directly. So you now are going --
13
    everyone in here will get
                                     XRP, which is worth,
    you know, somewhere around $ U.S. Dollars. You
14
15
    can get it. We'll -- we'll do the payout on February
       th
16
    28 -- basically, the time lag between now and then is
    to allow us to collect everyone's wallet information.
17
18
    If you don't have an XRP wallet, you're going to want
19
    one. When you get the XRP, you can do what you want
20
    with it. It's your money. You can sell it for dollars.
21
     You can hold onto it. You can do whatever you want.
22
    We're not trying to control that whatsoever, but I do
23
    think last year was an awesome, awesome year for Ripple.
24
              We obviously have a long way to go in our
    journey, but I want everyone here to feel like they're
25
0017
1
    participating in the success directly through XRP as
2
    well as indirectly in XRP through the equity. So I'm
3
    excited about that. There will be an email that also
    is, I think, going out today with additional kind of
4
5
    FAQs about this. But the thing you should take away
    from this is if you don't have an XRP wallet, you should
6
7
    go start working on getting one. If you want to onboard
8
    at one of the exchanges, sometimes that takes a few
9
    weeks, so you should get started. But the -- we need
     everybody's wallet information by February 28 .
10
11
              All right. That is -- oh, yeah, Connor,
12
     birthday boy. I don't think that's going to work. Give
13
     it a try.
14
                       Is that net or gross,
15
              MR. GARLINGHOUSE: Oh, good question.
     Excellent question. I think the answer (inaudible) --
16
17
    yeah, I think -- it's working. All right. That is --
18
    let me make sure I get my math right. That is pre-tax.
19
      Is that -- so you will get XRP that will then be
20
    taxed. And so what you actually -- I mean if you guys
21
     think about it, the way the government looks at that is
22
     that's just a bonus and well, any time you get a bonus,
23
    you have taxes withheld, the company is going to have to
24
     pay taxes in U.S. dollars when we make that payment. So
25
    your actual -- I'm very glad you asked this question,
0018
1
    your actual deposit will be the
                                           less taxes
 2
     because the company has to pay taxes on it as part of
 3
     normal payroll, just like your bonus. Thank you for
 4
     clarifying because I did say something slightly
 5
     different than that.
```

```
6
                      If you have a wallet established for
7
8
    your payroll, do you need to establish a new one for
9
    this?
10
              MR. GARLINGHOUSE: No.
                   : Can we use the same one?
11
12
              MR. GARLINGHOUSE: You can use the same one.
13
                      Right. Thank you.
14
              MR. GARLINGHOUSE: You're going to use the
    same one, but you have to fill out a new form is what
15
    was said to the people on the phone. That's apparently
16
17
    in the FAQ. Other questions about this? So anyway,
18
    look, as -- as I said, I'm excited that the company can
19
    do this. It is a gift. I think that, you know, we want
    everybody to participate in the success. I also will
20
     just briefly point out, look, stuff like this, you
21
22
    should not be tweeting about. You should not be -- I --
23
    I don't think you should tweet about your bonus, period.
24
      (Laughter)
25
              You can do whatever you want, I guess. But
0019
    anyway, so just as a reminder, we -- we shared lots of
1
    confidential stuff in these meetings and we need to be
2
3
     cognizant of that, you know, that we don't want to
4
     change that going forward. All right. Open forum,
5
    questions, thoughts, other stuff?
6
                                         s going to race
              Yes,
                         (phonetic).
7
           (Laughter) Did that audio work for the phone? I
8
     couldn't tell.
9
               MALE VOICE 2: No, it's not on.
10
               MR. GARLINGHOUSE: hold on. Hold on. Hold
11
    on. All right.
12
                  : Can you explain when we see like oh,
     there's 500 validators total or kind of when we see
13
14
     these larger numbers versus the ones you shared.
15
               MALE VOICE 2: Okay, so just to clarify,
     anyone in the world can run a validator. There's
16
17
     documentation online, set it up. Some of us at Ripple
18
     are running validators on their own. Anyone can run
19
    one. The list, that UNL, it's a unique node list, is
20
     basically if you imagine like a whole room of people and
21
    you all are -- have a vote, but certain people -- you
     can't trust everyone in the room to not like collude or
22
23
     vote against, you know, to try to create some havoc in
24
     the network.
25
               So what happens? The unique node list is
0020
     essentially an agreed upon subgroup of people in that
 1
 2
     network that the entire network has agreed that these
     people are trustworthy. And they're not going to
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actually collude to actually vote and try to defraud you and -- and -- and make things unpleasant for you. So that list, right now, has been maintained by Ripple. And we're expanding that list and adding more non-Ripple validators to that list.
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So it's -- it's kind of -- we're -- we're calling it, like, transitioning the trust from Ripple to an external, you know, broader kind of list of external validators. So the process to do that is -- is, you know, pretty intense because you have to, essentially, you know, verify that the people are who they say they are and that they're actually able to run a validator, you know, reliably. And we have steps that we've been kind of achieving to -- to do that. I don't know if that makes sense. So when you heard 500 validators or whatever, there's hundreds of validators on the network currently. But the ones that really kind of are -- are -- are designed to make sure that the network is operating stability are the -- are the sub net that's on the UNL.

MR. GARLINGHOUSE: (Inaudible)
MALE VOICE 3: So we focus on or we -- we had

a team, at one point, focused on decentralization. I'm very excited about it and I'm just curious, what is different in the environment or our strategy that we think now is the time where we're going to be able to successfully execute?

MALE VOICE 2: So when you start a blockchain technology like form scratch, you kind of have to make some tradeoffs early on.

And you really have -- you can choose like two of three things. You can choose decentralization from day one, security and scalability.

So if you choose two of those, Bitcoin and Ethereum, most of the other large blockchains have chosen decentralization and security. Now they're trying to work on scalability and having a really difficult time doing that.

There's a lot of effort and no one's really solved it yet. So early on, the creators of XRP Ledger choose for scalability and security first. So ever since like day one, we've been solving for making the network secure and increasing scalability. We're at a point now where the network is really, really scalable and very secure. So we can, you know, scale to over 1,500 transactions per second. It's like vastly, you know, larger than Bitcoin or Ethereum.

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And we're at a point now where we're like

okay, we solved all of these problems. We have the technology stable. The network runs. We know how to run it and we can suggest how others can run it. So we're finally at a point now where we can actually start expanding the decentralization of the network while Bitcoin and Ethereum is trying to solve for scalability. So it was just kind of a design decision early on and I think it's paying off dividends. And because solving for decentralization, I would argue, is much simpler than having to solve for scalability in a decentralized network. So, you know, huge kudos to Brandon Wilson. There was a decentralization team here. They did a lot of work to get us to this point. You know, David -- David Schwartz, has been, you know, refactoring the consensus code. The research team has been really, you know, key on making sure that, you know, in the years ahead, what are the risks in a more decentralized network. So, you know, technical operations team, and you guys have been key on -- on getting -- making sure that we're -- as we role this out, we're, you know, ensuring against, you know, forking the network. We don't want to do that, obviously. So everything has kind of been checked and checked and tested and tested. And -- and we're finally in that stage now where we can actually do it and feel good about it and feel secure. MR. GARLINGHOUSE: All right. Given that we're out of time, I'm going to wrap up. If there's -well, save your question. Open forum, town hall, Tom Channick is going to send out an email. You can send the questions to him. You can also save them for live. Thank you, everybody, very much. You'll get an email on that wallet. (Applause) (End of video)

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